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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN  
REORGANIZED DEBTORS AND 2088343 ONTARIO LIMITED  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 4769

(2088343 ONTARIO LIMITED)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and 2088343 Ontario Limited ("208 Ontario") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And 2088343 Ontario Limited Compromising And Allowing Proof Of Claim Number 4769 (2088343 Ontario Limited) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliate, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 4, 2006, 1599963 Ontario Limited ("159 Ontario") filed proof of claim number 4769 (the "Proof of Claim") against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$349,524.38 (CDN) in connection with an equipment loan guarantee (the "Claim").

WHEREAS, on April 30, 2007, 159 Ontario transferred the Claim to 208 Ontario pursuant to the Notice Of Transfer Of Claim Pursuant To FRBP Rule 2001(e)(2) (Docket No. 7852).

WHEREAS, on September 28, 2007, the Claim was capped in the amount of \$297,095.72 by this Court's Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (A) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (B) Approving Expedited Claims Estimation Procedures (Docket No. 9685).

WHEREAS, on December 21, 2007, the Debtors objected to the Proof of Claim

pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 11588) (the "Twenty-Fourth Omnibus Claims Objection").

WHEREAS, on January 18, 2008, 208 Ontario filed 2088343 Ontario Limited's Response To Debtors' Twenty-Fourth Omnibus Claims Objection (Docket No. 12261) (the "Response").

WHEREAS, On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on February 16, 2010, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proof Of Claim No. 4769 (2088343 Ontario Limited And 1599963 Ontario Limited) (Docket No. 19442), scheduling an evidentiary hearing on the merits of the Proof of Claim for April 22, 2010, at 10:00 a.m.

(prevailing Eastern Time) in this Court.

WHEREAS, to resolve the Twenty-Fourth Omnibus Claims Objection, the Reorganized Debtors and 208 Ontario entered into this Stipulation, pursuant to which the Reorganized Debtors and 208 Ontario agree that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$274,054.20 in U.S. dollars against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and 208 Ontario stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$274,054.20 in U.S. dollars and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. The Twenty-Fourth Omnibus Claims Objection, solely as it relates to the Claim, and the Response are hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in New York, New York, this 22nd day of April, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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